

# CHAPMAN AND CUTLER

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June 26, 1997

RECORDATION NO. 20735-G FILED

JUN 26 '97

1-20PM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Locomotive Financing  
BNSF 1997-D

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lessor Security Agreement (BNSF 1997-D), dated June 27, 1997, between Dia Canyon Ltd., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee").

The names and addresses of the parties to the enclosed document are as follows:

Lessee: The Burlington Northern and Santa Fe Railway Company  
1700 East Golf Road  
Schaumburg, Illinois 60173

Lessor: Dia Canyon Ltd.  
7-2 Yaesu 2-chome  
Chuo-ku, Tokyo 104  
Japan  
Attention: General Manager, Business Development  
Department

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "Equipment") in favor of the Lessee.

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

JUN 26 1 22 PM '97

Counterparts - Edmund S. Williams

Law Offices of  
CHAPMAN AND CUTLER

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (BNSF 1997-D) between Dia Canyon Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Business Development Department, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 1700 East Golf Road, Schaumburg, Illinois 60173, dated June 27, 1997, covering certain diesel electric locomotives bearing the road numbers listed in the Schedule attached thereto.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/wp  
Enclosure

## **EXHIBIT A**

### **UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
General Electric Company Dash 9-44CW Diesel Electric Locomotives	7	BNSF 700 through BNSF 706, inclusive
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	17	BNSF 9803 through BNSF 9819, inclusive

JUN 26 '97

1.30PM

**MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(BNSF 1997-D)**

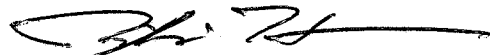
Memorandum of Lessor Security Agreement, made and entered into on June 27, 1997 by and between Dia Canyon Ltd., a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1997-D), dated June 6, 1997, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DIA CANYON LTD.

By 

Name: Yoichi Hara

Title: Attorney-in-Fact

Executed on this 19<sup>th</sup> day of June, 1997.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By \_\_\_\_\_

Name: Paul J. Weyandt

Title: Assistant Vice President - Finance  
and Assistant Treasurer

Executed on this \_\_\_\_ day of June, 1997.

**MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(BNSF 1997-D)**

Memorandum of Lessor Security Agreement, made and entered into on June 27, 1997 by and between Dia Canyon Ltd., a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1997-D), dated June 6, 1997, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DIA CANYON LTD.

By \_\_\_\_\_  
Name: Yoichi Hara  
Title: Attorney-in-Fact

Executed on this \_\_\_\_ day of June, 1997.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

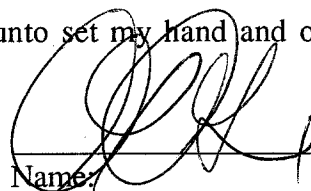
By Paul J. Weyandt  
Name: Paul J. Weyandt  
Title: Assistant Vice President - Finance  
and Assistant Treasurer

Executed on this 18<sup>th</sup> day of June, 1997.

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this, the 19<sup>th</sup> day of June, 1997, before me, a Notary Public in and for said County and State, personally appeared Yoichi Hara, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA CANYON LTD., that said instrument was signed on ~~February~~ <sup>June</sup> 19, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

MARIO O. MORRONE  
Notary Public, State of New York  
No. 02M04811599  
Qualified in Kings County  
Commission Expires Oct. 31, 1998

MARIO O. MORRONE  
Notary Public, State of New York  
No. 02M04811599  
Qualified in Kings County  
Commission Expires Oct. 31, 1998

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this, the \_\_\_\_\_ day of June, 1997, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on February \_\_\_\_, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 1997, before me, a Notary Public in and for said County and State, personally appeared Yoichi Hara, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA CANYON LTD., that said instrument was signed on June \_\_, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS                )  
  ) SS.:  
COUNTY OF COOK                )

On this, the 18<sup>th</sup> day of June, 1997, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on June 18, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Dorothy V. Schaeetzle  
Name:  
Notary Public  
My Commission Expires: 11/20/00  
Residing in Lake In The Hills

## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Dash 9-44CW Diesel Electric Locomotives	7	BNSF 700 through BNSF 706, inclusive
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives	17	BNSF 9803 through BNSF 9819, inclusive